

EXHIBIT M

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Attorneys for Defendants

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
SOUTHERN DIVISION

SERENA FLEITES and JANE DOE
NOS. 1 through 33,

Plaintiffs,

v.

MINDGEEK S.A.R.L.; MG
FREESITES, LTD; MINDGEEK USA
INCORPORATED; MG PREMIUM
LTD.; RK HOLDINGS USA INC.; MG
GLOBAL ENTERTAINMENT INC.;
TRAFFICJUNKY INC.; BERND
BERGMAIR; FERAS ANTOON;
DAVID TASSILLO; COREY
URMAN; VISA INC.; COLBECK
CAPITAL DOES 1-10; BERGMAIR
DOES 1-10

Defendants.

CASE NO. 2:21-CV-04920-CJC-ADS

Judicial Officer: Cormac J. Carney
Courtroom: 9B

**DECLARATION OF ANDREAS
ALKIVIADES ANDREOU IN
SUPPORT OF THE MINDGEEK
DEFENDANTS' MOTION TO
DISMISS**

Hearing: January 24, 2022
Time: 1:30 p.m.
Courtroom: 9B

1 I, Andreas Alkiviades Andreou, hereby declare as follows:

2 1. I am employed by MG CY Holdings Ltd as Director of Corporate
3 Finance, a position which I have held since 2013. I have also served as a Class
4 A manager (the equivalent of a director) for MindGeek S.à.r.l. since 2016.

5 2. Through my employment and experience, I am familiar with the
6 corporate structure and operations of all the existing MindGeek corporate
7 entities named in Plaintiffs' Complaint – MindGeek S.à.r.l., MG Freesites Ltd,
8 MindGeek USA Incorporated, MG Premium Ltd, and MG Global
9 Entertainment Inc. (the "MindGeek corporate entities"). Almost every day, as
10 part of my regular job responsibilities, I deal with issues involving the corporate
11 structure of these legal entities in some capacity.

12 3. I have reviewed the Complaint filed in the instant action and am
13 familiar with the allegations made regarding the structure and operations of the
14 MindGeek corporate entities.

15 4. MindGeek S.à.r.l. is a private limited liability company (*société à*
16 *responsabilité limitée*) incorporated under the laws of Luxembourg, having its
17 registered office at 32, boulevard Royal, L-2449 Luxembourg and registered
18 with the Luxembourg Register of Commerce and Companies (R.C.S.
19 Luxembourg) ("RCS") under number B 181337.

20 5. MindGeek S.à.r.l. serves as the ultimate parent corporation of MG
21 Freesites Ltd, MindGeek USA Incorporated, MG Premium Ltd, and MG
22 Global Entertainment Inc. MindGeek S.à.r.l. does not exercise control over the
23 day-to-day decisions of the MindGeek corporate entities.

24 6. MindGeek S.à.r.l. is nothing more than a holding company, without
25 any employees or operations of its own, that directly and indirectly owns
26 certain affiliated entities. MindGeek S.à.r.l. does not have any offices or
27 employees in the State of California, let alone the United States.
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1 7. MindGeek S.à.r.l. is adequately capitalized, both possessing its own
2 bank accounts and serving as a party to and responsible for fulfilling its own
3 contracts. MindGeek S.à.r.l. also has the equivalent of its own designated
4 board of directors and observes all necessary corporate formalities.

5 8. MG Freesites Ltd is a foreign limited liability company organized and
6 operating under the laws of the Republic of Cyprus, having its head office at
7 195-197 Old Nicosia-Limassol Road, Block 1 Dali Industrial Zone, Cyprus.

8 9. MG Freesites Ltd is responsible for operating certain websites,
9 referred to as “tubesites,” including “PornHub,” which offer non-subscription
10 content. MG Freesites Ltd operates associated websites, including “PornHub
11 Premium,” which offer certain subscription content. MG Freesites Ltd also
12 operates the ModelHub program and Content Partner Program.

13 10. MG Freesites Ltd does not have any offices or employees in the
14 State of California, or in the United States.

15 11. MG Freesites Ltd is adequately capitalized, both possessing its own
16 bank accounts and serving as a party to and responsible for fulfilling its own
17 contracts. MG Freesites Ltd also has the equivalent of its own designated board
18 of directors and observes all necessary corporate formalities.

19 12. The content managed by MG Freesites Ltd is accessible worldwide,
20 with no particular focus on California. In 2020, California residents accounted
21 for approximately 13% of total United States site traffic on PornHub, and
22 approximately 15% of United States site traffic on PornHub Premium.

23 13. MindGeek USA Incorporated is a corporation incorporated under
24 the laws of the State of Delaware, having its principal executive office at 21800
25 Oxnard Street, Suite 150, Woodland Hills, California 91367 United States of
26 America.

1 14. MindGeek USA Incorporated's sole function is to distribute DVD-
2 based content pursuant to the terms of one contract. MindGeek USA
3 Incorporated does not itself create, solicit, post, manage, or have any other
4 involvement with the website content at issue in the instant case.

5 15. MindGeek USA Incorporated is adequately capitalized, both
6 possessing its own bank accounts and serving as a party to and responsible for
7 fulfilling its own contracts. MindGeek USA Incorporated also has its own
8 designated board of directors and observes all necessary corporate formalities.

9 16. MG Premium Ltd is a limited liability company organized and
10 operating under the laws of the Republic of Cyprus, having its head office at
11 195-197 Old Nicosia-Limassol Road, Block 1 Dali Industrial Zone, Cyprus.

12 17. MG Premium Ltd is responsible for operating websites referred to
13 as "paysites," which offer certain subscription-based content. MG Premium
14 Ltd does not operate Pornhub or Pornhub Premium, the ModelHub program
15 or the Content Partner Program. MG Premium Ltd also holds intellectual
16 property rights to certain content that is not alleged to have anything to do with
17 the Plaintiffs.

18 18. MG Premium Ltd does not have any offices or employees in the
19 State of California, or in the United States.

20 19. MG Premium Ltd is adequately capitalized, both possessing its own
21 bank accounts and serving as a party to and responsible for fulfilling its own
22 contracts. MG Premium Ltd also has the equivalent of its own designated board
23 of directors and observes all necessary corporate formalities.

24 20. MG Global Entertainment Inc. is a corporation incorporated under
25 the laws of the State of Delaware, having its principal executive office at 21800
26 Oxnard Street, Suite 150, Woodland Hills, California 91367 United States of
27 America.

1 21. MG Global Entertainment Inc. is primarily responsible for
2 providing services for television-based business, with a focus on agreements
3 with cable operators, hotels, and cruise ships, among others.

4 22. MG Global Entertainment Inc. also provides limited support
5 services to other MindGeek corporate entities. Currently, three of its
6 employees have responsibilities concerning the content on MindGeek sites;
7 however, none of those employees reside or work in California and none are
8 alleged to have had anything to do with the Plaintiffs.

9 23. MG Global Entertainment Inc. is adequately capitalized, both
10 possessing its own bank accounts and serving as a party to and responsible for
11 fulfilling its own contracts. MG Global Entertainment Inc. also has its own
12 designated board of directors and observes all necessary corporate formalities.

13 24. To the extent any of the foregoing entities provides services for
14 another, the terms pursuant to which such services are provided are defined by
15 service contracts.


16 25. There is no legal entity with the name “RK Holdings USA Inc.” that
17 is incorporated in Florida and acts as “a wholly owned subsidiary of MindGeek
18 S.a.r.l.” or any other MindGeek corporate entity. I am unaware of the prior
19 existence of any such entity.

20 26. There is no legal entity with the name “Traffickjunky Inc.” that is
21 incorporated under the laws of Canada and acts as “a wholly owned subsidiary
22 of MindGeek S.a.r.l.” or any other MindGeek corporate entity. I am unaware
23 of the prior existence of any such entity.

1 I declare under penalty of perjury under the laws of the United States of
2 America that the foregoing is true and correct.

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4 Date:

5 19 October 2021

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Andreas Alkiviades Andreou